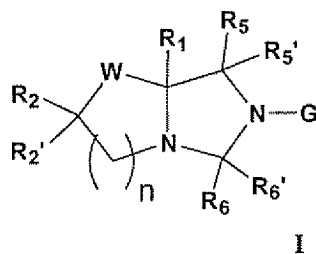


IN THE CLAIMS:

Please amend the claims as follows. This listing of claims will replace all prior versions and listings of claims in the application.

1. (Currently amended) A compound or a prodrug ester or a pharmaceutically acceptable salt or a stereoisomer thereof according to formula I



wherein

R₁ is selected from hydrogen (H), alkenyl or substituted alkenyl, CO₂R₄, CONR₄R₄' and CH₂OR₄;

R₂ and R₂' are each independently selected from hydrogen (H), alkyl, substituted alkyl, SR₃, halo, NHR₄, NHCOR₄, NHCO₂R₄, NHCONR₄R₄' and NHSO₂R₄;

and at least one of R₂ and R₂' is H or alkyl;

R₃ in each functional group is independently selected from hydrogen (H), alkyl or substituted alkyl, CHF₂, CF₃ and COR₄;

R₄ and R₄' in each functional group are each independently selected from hydrogen(H), alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, arylalkyl or substituted arylalkyl, and aryl or substituted aryl;

R₅ and R₅' are each independently selected from hydrogen(H), alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl and arylalkyl or substituted arylalkyl, wherein at least one of R₅ and R₅' is hydrogen, or R₅ and R₅' taken together can form a double bond with oxygen (O), sulfur (S), NR₇ or CR₇R₇';

R₆ and R₆' are each independently at each occurrence selected from hydrogen(H), alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, and arylalkyl or substituted arylalkyl, wherein at

least one of R_6 and R_6' is hydrogen, or R_6 and R_6' at each occurrence taken together ~~can~~
~~to~~ form a double bond with oxygen (O), sulfur (S), or CR_7R_7' ;

R_7 and R_7' in each functional group are each independently selected from hydrogen(H), OR_4 , alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, arylalkyl or substituted arylalkyl, and aryl or substituted aryl;

G is an aryl group, wherein said group is mono- or polycyclic, and which is optionally substituted with one or more substituents selected from hydrogen, halo, CN, CF_3 , OR_4 , CO_2R_4 , NR_4R_4' , $CONR_4R_4'$, CH_2OR_4 , alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, arylalkyl or substituted arylalkyl, and aryl or substituted aryl; ~~and~~

W is selected from (CR_6R_6') , $C(R_6)OR_3$, or $C(R_6)(NR_4R_4')$; and

n is an integer of 1;

~~wherein the variables $R_1, R_2, R_2', R_4, R_4', R_5, R_5', R_6, R_6'$ or W independently does not represent heteroaryl or heterocycle, the variables $R_1, R_2, R_2', R_4, R_4', R_5, R_5', R_6, R_6'$ or W independently is not substituted with heteroaryl or heterocycle, the variable G does not represent heteroaryl or heterocycle, and the variable G is not substituted with heteroaryl or heterocycle; with the following provisos:~~

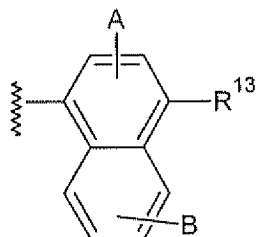
(a) when R_5 and R_5' and/or R_6 and R_6' form a double bond with CR_7R_7' , then when either R_7 or R_7' is OR_4 , R_4 is not hydrogen;

(b) when

(i) R_5 and R_5' are each H or taken together to be $=O$, $=S$ or $=CH_2$,

(ii) R_6 and R_6' on the imidazolidine portion of the bicyclic structure shown are selected from hydrogen(H), alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, and arylalkyl or substituted arylalkyl, wherein at least one of R_6 and R_6' on the imidazolidine portion of the bicyclic structure shown is hydrogen, or R_6 and R_6' on the imidazolidine portion of the bicyclic structure shown are taken together to form a double bond with oxygen (O) or sulfur (S).

- (iii) W is CR_6R_6' where R_6 and R_6' are each independently selected from H, alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl and arylalkyl or substituted arylalkyl, wherein at least one of R_6 and R_6' in W is H,



- (iv) G has the structure:
- (v) R_{13} is selected from the group consisting of H, CN, NO_2 , halo, heterocyclo, OR_{14} , CO_2R_{15} , $CONHR_{15}$, COR_{15} , $S(O)_pR_{15}$, $SO_2NR_{15}R_{15}'$, $NHCOR_{15}$ and $NHSO_2R_{15}$, wherein p is an integer from 0 to 2,
- (vi) R_{14} in each functional group is independently selected from H, alkyl or substituted alkyl, CHF_2 , CF_3 and COR_{15} ,
- (vii) R_{15} and R_{15}' in each functional group are each independently selected from H, alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, heterocycloalkyl or substituted heterocycloalkyl, arylalkyl or substituted arylalkyl, aryl or substituted aryl, heteroaryl or substituted heteroaryl and -CN,
- and
- (viii) A and B are each independently selected from H, halo, CN, NO_2 , alkyl or substituted alkyl and OR_{14} ,

then R_2 and R_2' are each independently selected from SR_3 and NHR_4 .

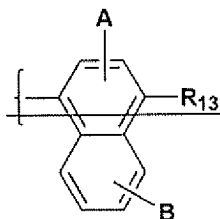
(b)excluding compounds where the following occur simultaneously:

- R_2 or R_2' are hydrogen, halo, $NHCOR_4$, $NHCO_2R_4$, $NHCONR_4R_4'$ or $NHSO_2R_4$;
- R_5 and R_5' are hydrogen or form a double bond with oxygen or sulfur;
- R_6 and R_6' are hydrogen, alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, arylalkyl or

substituted arylalkyl, wherein at least one of R_6 and R_6' is hydrogen, or R_6 and R_6' taken together form a double bond with oxygen (O), sulfur (S) or NR_7 ;

—— R_7 is hydrogen, alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, arylalkyl or substituted arylalkyl, aryl or substituted aryl, or heteroaryl or substituted heteroaryl; and

—— G has the following structure:



wherein

R_{13} is selected from hydrogen (H), cyano (CN), nitro (NO_2), halo, heterocyclo, OR_{14} , CO_2R_{15} , $CONHR_{15}$, COR_{15} , $S(O)_pR_{15}$, $SO_2NR_{15}R_{15}'$, $NHCOR_{15}$ and $NHSO_2R_{15}$;

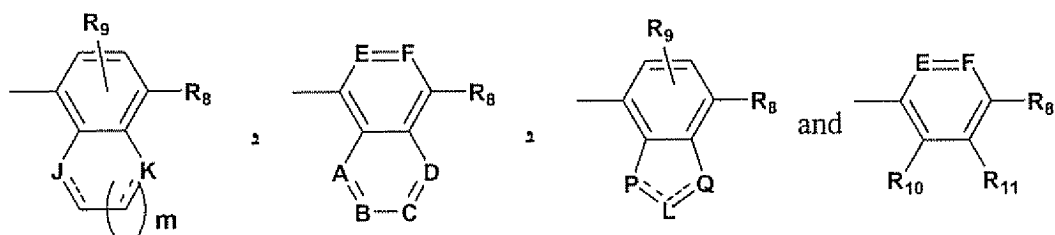
R_{14} in each functional group is independently selected from hydrogen (H), alkyl or substituted alkyl, CHF_2 , CF_3 and COR_{15} ;

R_{15} and R_{15}' in each functional group are each independently selected from hydrogen (H), alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, heterocycloalkyl or substituted heterocycloalkyl, arylalkyl or substituted arylalkyl, aryl or substituted aryl, heteroaryl or substituted heteroaryl and CN;

A and B are each independently selected from hydrogen (H), halo, cyano (CN), nitro (NO_2), alkyl or substituted alkyl and OR_{14} ; and

p is an integer from 0 to 2.

2. (Previously Presented) The compound according to claim 1 wherein G is selected from:



wherein

R_8 , R_9 , R_{10} and R_{11} are each independently selected from hydrogen (H), NO_2 , CN, CF_3 , OR_4 , CO_2R_4 , $\text{NR}_4\text{R}_4'$, $\text{CONR}_4\text{R}_4'$, CH_2OR_4 , alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, arylalkyl or substituted arylalkyl, and aryl or substituted aryl;

A to F is each independently selected from CR_9 ;

J, K, L, P and Q are each independently selected from $\text{CR}_{12}\text{R}_{12}'$;

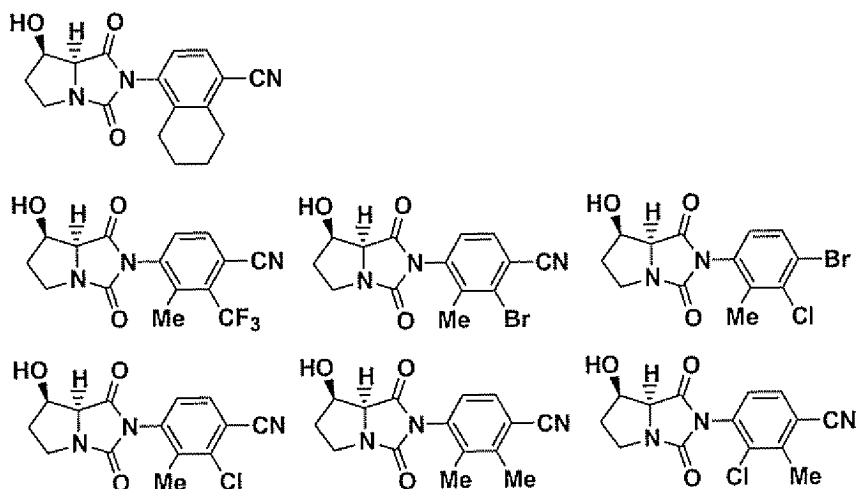
R_{12} and R_{12}' in each functional group are each independently selected from a bond or R_1 ; and

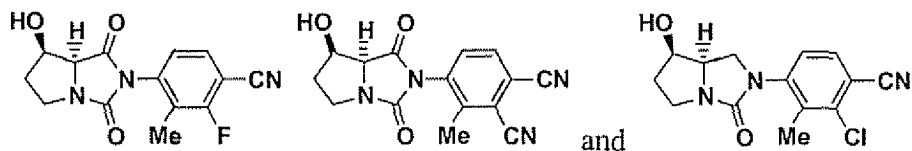
m is an integer of 0 or 1.

3. (Canceled)

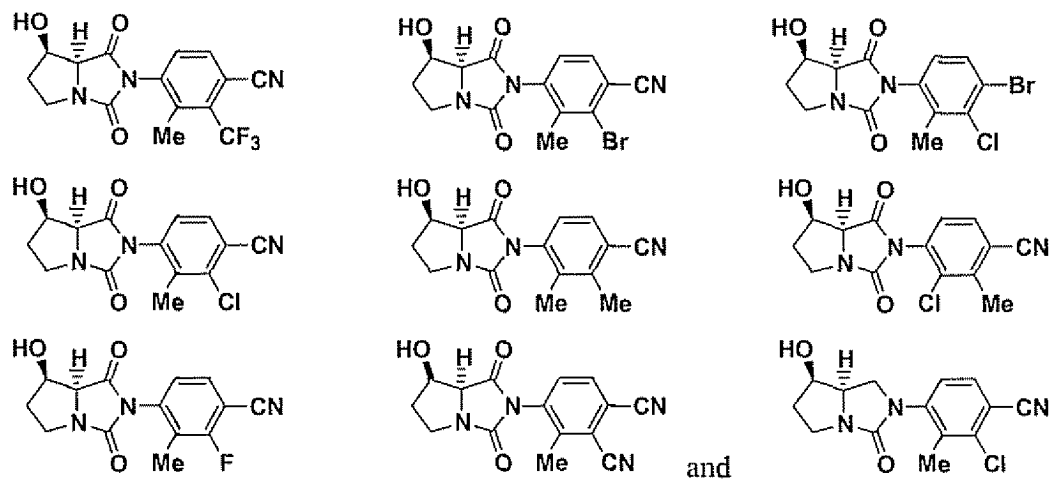
4. (Original) The compound according to claim 2 wherein R_8 is -CN.

5. (Previously Presented) The compound according to claim 1 selected from:

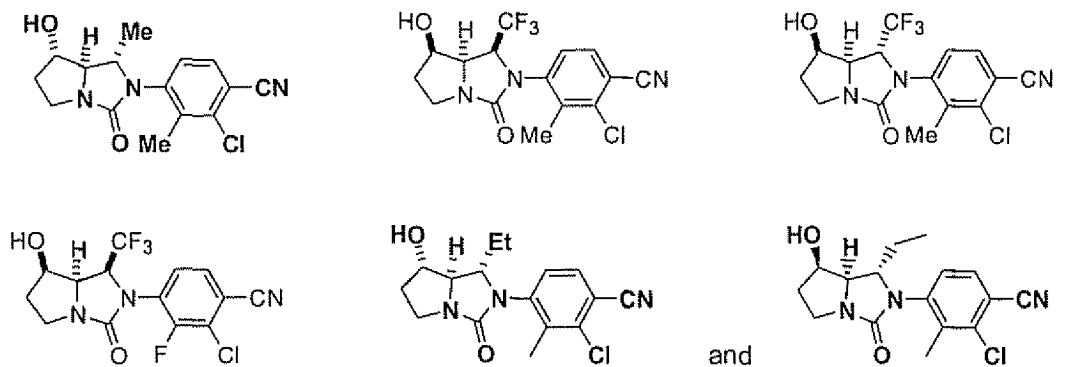




6. (Original) The compound according to claim 1 selected from:



7. (Currently amended) The compound according to claim 224 selected from:



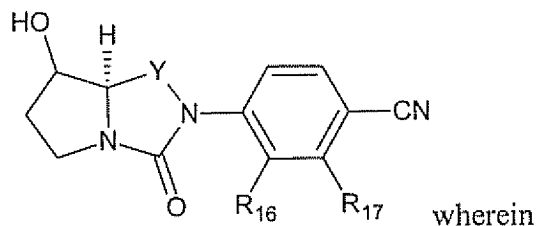
Claims 8-11 (Cancelled)

12. (Original) A pharmaceutical composition, comprising:

- (a) a compound according to claim 1; and
- (b) at least one pharmaceutically acceptable diluent or carrier.

Claims 13-21 (Cancelled)

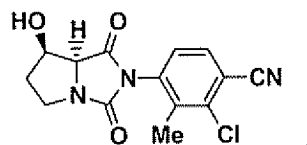
22. (New) The compound according to claim 1 which is of the structure:



Y is selected from the group consisting of $-C(=O)-$, $-CH(CH_3)-$, $-CH(CH_2CH_3)-$ and $-CH(CF_3)-$;

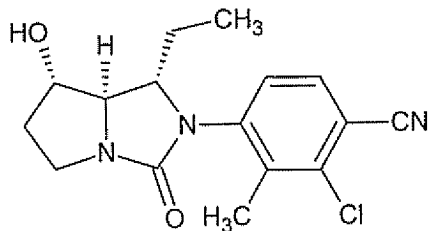
R^{16} is CH_3 or halogen; and

R^{17} is selected from the group consisting of CH_3 , CF_3 , $-CN$ and halogen.

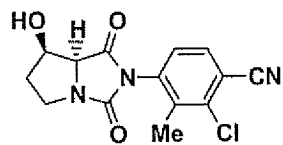


23. (New) The compound according to claim 1 which is

24. (New) The compound according to claim 1 which is

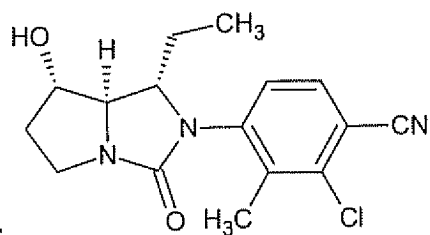


25. (New) A pharmaceutical composition according to claim 12, wherein the compound



according to claim 1 is

26. (New) A pharmaceutical composition according to claim 12, wherein the compound



according to claim 1 is